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ASHLAND INC  
Form S-8 POS  
April 08, 2004

Post-Effective Amendment No. 2  
Registration No. 33-26101

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SECURITIES AND EXCHANGE COMMISSION  
WASHINGTON, D.C. 20549

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POST-EFFECTIVE AMENDMENT NO. 2  
TO  
REGISTRATION STATEMENT  
Under  
the Securities Act of 1933

ASHLAND INC.  
(Exact name of Registrant as specified in its charter)

Kentucky	61-0122250
(State or other jurisdiction of incorporation or organization)	(I.R.S. Employer Identification No.)

50 E. RiverCenter Boulevard  
P.O. Box 391  
Covington, KY 41012-0391  
(859) 815-3333  
(Address, including zip code, and telephone number, including area  
code, of Registrant's principal executive offices)

Ashland Inc. Long-Term Incentive Plan  
(Full title of the Plan)  
David L. Hausrath, Esq.  
Senior Vice President, General Counsel and Secretary  
50 E. RiverCenter Boulevard  
P.O. Box 391  
Covington, KY 41012-0391  
(859) 815-3333  
(Name, address, including zip code, and telephone number,  
including area code, of agent for service)

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The securities offering issued pursuant to this Registration Statement by Ashland Inc., formerly known as Ashland Oil, Inc. ("Ashland"), has terminated. 135,100 shares of Ashland Common Stock issued pursuant to this Registration Statement remain unsold. Ashland hereby deregisters all remaining 135,100 shares issued pursuant to the Ashland Inc. Long-Term

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Incentive Plan, and all amendments thereto.

PART II

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EXHIBITS

Exhibit No.

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25            Power of Attorney

SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, Ashland certifies that it has reasonable grounds to believe that it meets all the requirements for filing on Form S-8 and has duly caused this Post-Effective Amendment to the Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized in the City of Covington, Commonwealth of Kentucky, on March 18, 2004.

ASHLAND INC.,

By: /s/ David L. Hausrath

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David L. Hausrath  
Senior Vice President, General Counsel  
and Secretary

Pursuant to the requirements of the Securities Act of 1933, this Post-Effective Amendment No. 2 to the Registration Statement has been signed below by the following persons in the capacities indicated on March 18, 2004.

Signature -----	Title -----
* -- James J. O'Brien	Chairman of the Board and Chief Executive Officer (Principal Executive Officer)
* -- J. Marvin Quin	Senior Vice President and Chief Financial Officer (Principal Financial Officer)
* -- Kenneth L. Aulen	Administrative Vice President and Controller (Principal Accounting Officer)
* -- Ernest H. Drew	Director

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*		
--		Director
Roger W. Hale		
*		
--		Director
Bernadine P. Healy		
*		
--		Director
Mannie L. Jackson		
*		
--		Director
Patrick F. Noonan		
*		
--		Director
Jane C. Pfeiffer		
*		
--		Director
William L. Rouse, Jr.		
*		
--		Director
George A. Schaefer, Jr.		
*		
--		Director
Theodore L. Solso		
*		
--		Director
Michael J. Ward		

\*By : /s/ David L. Hausrath

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David L. Hausrath  
Attorney-in-fact

\* Original power of attorney authorizing, James J. O'Brien, David L. Hausrath and Linda L. Foss and each of them to sign the Post-Effective Amendment No. 2 to the Registration Statement and amendments thereto on behalf of the above-mentioned directors and officers of Ashland are being filed herewith the Securities and Exchange Commission.

EXHIBIT INDEX

Exhibit No.  
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25          Power of Attorney

